

LYLE S. HOSODA & ASSOCIATES, LLC

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Attorneys for Defendants
DEUTSCHE BANK TRUST COMPANY
AMERICAS (FKA BANKERS TRUST COMPANY)
AND JP MORGAN CHASE BANK IN THEIR
SEPARATE CAPACITIES AND AS AGENTS
FOR THE PRE AND POST-PETITION LENDERS
OF FLEMING COMPANIES, INC.

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF HAWAII

WAYNE BERRY,)	CIVIL NO. 07-00172 JMS LEK
)	
Plaintiff,)	DEFENDANT DEUTSCHE BANK
)	TRUST COMPANY AMERICAS
vs.)	(FKA BANKERS TRUST
)	COMPANY) AND JP MORGAN
DEUTSCHE BANK TRUST)	CHASE BANK IN THEIR
COMPANY AMERICAS (FKA)	SEPARATE CAPACITIES AND AS
BANKERS TRUST COMPANY))	AGENTS FOR THE PRE AND
AND JP MORGAN CHASE BANK)	POST-PETITION LENDERS OF
IN THEIR SEPARATE CAPACITIES)	FLEMING COMPANIES, INC.'S
AND AS AGENTS FOR THE PRE)	APPLICATION TO ADMIT
AND POST-PETITION LENDERS)	MICHAEL E. BAUMANN, ESQ.
OF FLEMING COMPANIES, INC.;)	AND ERIN BRADY, ESQ. PRO
DOES 1 TO 200,)	HAC VICE; DECLARATION OF

Defendants.) **LYLE S. HOSODA;**
) **DECLARATION OF MICHAEL E.**
) **BAUMANN; DECLARATION OF**
) **ERIN BRADY; ORDER**
) **GRANTING APPLICATION FOR**
) **PRO HAC VICE ADMISSION OF**
) **MICHAEL E. BAUMANN AND**
) **ERIN BRADY**
_____)

**DEFENDANT DEUTSCHE BANK TRUST COMPANY AMERICAS
(FKA BANKERS TRUST COMPANY) AND JP MORGAN CHASE BANK
IN THEIR SEPARATE CAPACITIES AND AS AGENTS FOR THE PRE
AND POST-PETITION LENDERS OF FLEMING COMPANIES, INC.'S
APPLICATION TO ADMIT MICHAEL E. BAUMANN AND ERIN BRADY
PRO HAC VICE**

Defendants DEUTSCHE BANK TRUST COMPANY AMERICAS
(FKA BANKERS TRUST COMPANY) and JP MORGAN CHASE BANK in
their separate capacities and as agents for the pre and post-petition lenders of
Fleming Companies, Inc. (collectively "Defendants"), by and through their
undersigned attorneys, hereby respectfully apply to this Court for the admission of
Michael E. Baumann and Erin Brady, of the law firm of Kirkland & Ellis, LLC, to
practice *pro hac vice* as co-counsel with the undersigned counsel in this matter.

This application is brought pursuant to LR 83.1(e) and LR 83.3 of the
Local Rules of Practice for the United States District Court for the District of

Hawaii, and is supported by the Declarations of Lyle S. Hosoda, Michael E. Baumann, and Erin Brady, which are attached hereto and incorporated herein by reference.

DATED: Honolulu, Hawaii, June 1, 2007.

/s/ Raina P.B. Gushiken
LYLE S. HOSODA
RAINA P.B. GUSHIKEN

Attorneys for Defendants